

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

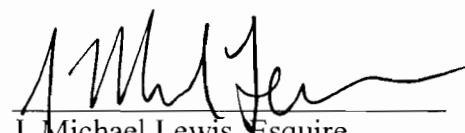
----- X
Procaps, L.P.,)
Petitioner,) No. 1:07-cv-06208 (LAP)
v.)
PBS Holdings Group, Inc.) MOTION TO ADMIT COUNSEL
(f/k/a National Paintball Supply, Inc.)) PRO HAC VICE
Respondent.) ----- X

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Court for
the Southern District of New York, I, J. Michael Lewis, Esquire, a member in good standing of
the bar of this Court, hereby move for an Order allowing the admission pro hac vice of

Robert E. Kelly, Esquire
Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103
(215) 979-1000 (t)
(215) 979-1020 (f)

Robert E. Kelly is a member in good standing of the Bar of the States of Pennsylvania
and New Jersey. There are no pending disciplinary proceedings against Lawrence H. Pockers in
any State or Federal Court.

Respectfully submitted,


J. Michael Lewis, Esquire
Federal Bar No: JL8893
Duane Morris LLP
1540 Broadway
New York, New York 10036-4086

Dated: August 15, 2007

City of New York State of New York

Attorneys for Respondent
PBS Holdings Group, Inc.
(f/k/a National Paintball Supply, Inc.)

My commission expires

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----X	
Procaps, L.P.,)
)
Petitioner,)
)
v.)
)
PBS Holdings Group, Inc.)
(f/k/a National Paintball Supply, Inc.))
)
Respondent.)
	X-----

No. 1:07-cv-06208 (LAP)

AFFIDAVIT OF J. MICHAEL LEWIS
IN SUPPORT OF MOTION TO ADMIT
COUNSEL PRO HAC VICE

J. Michael Lewis, being duly sworn, hereby deposes and says as follows:

1. I am a Partner at Duane Morris LLP, counsel for Respondent in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Respondent's motion to admit Robert E. Kelly, Esquire as counsel pro hac vice to represent Respondent in this matter.
2. I am a member in good standing of the bar of the State of New York. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. Mr. Kelly is a Partner at Duane Morris LLP practicing in our Philadelphia, Pennsylvania office.
4. I know Mr. Kelly to be a skilled attorney and a person of integrity. He is experienced in Federal Practice and is familiar with the Federal Rules of Procedure.
5. Accordingly, I am pleased to move the admission of Robert E. Kelly, pro hac vice.

6. I respectfully submit a proposed order granting the admission of Robert E. Kelly, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Robert E. Kelly, Esquire, pro hac vice, to represent Respondent in the above captioned matter, be granted.

Respectfully submitted,



J. Michael Lewis, Esquire
Federal Bar No: JL8893
Duane Morris LLP
1540 Broadway
New York, New York 10036-4086

Attorneys for Respondent
PBS Holdings Group, Inc.
(f/k/a National Paintball Supply, Inc.)

My commission expires

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

	X
Procaps, L.P.,)
)
Petitioner,)
)
v.)
)
PBS Holdings Group, Inc.)
(f/k/a National Paintball Supply, Inc.))
)
Respondent.)
	-----X

No. 1:07-cv-06208 (LAP)

ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION

Upon the motion of J. Michael Lewis, attorney for PBS Holdings Group, Inc. (f/k/a National Paintball Supply, Inc.) and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Robert E. Kelly, Esquire
 Duane Morris LLP
 30 South 17th Street
 Philadelphia, PA 19103
 (215) 979-1000 (t)
 (215) 979-1020 (f)
 rekelly@duanemorris.com

is admitted to practice pro hac vice as counsel for PBS Holdings Group, Inc. (f/k/a National Paintball Supply, Inc.) in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

United States District Judge

Supreme Court of New Jersey

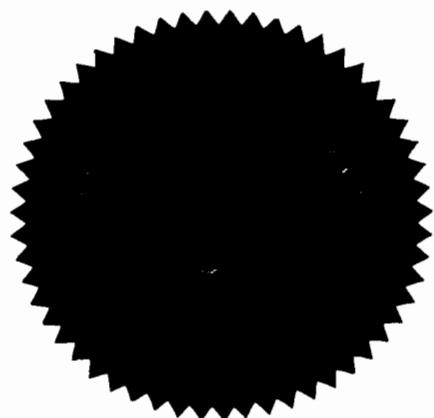


Certificate of Good Standing

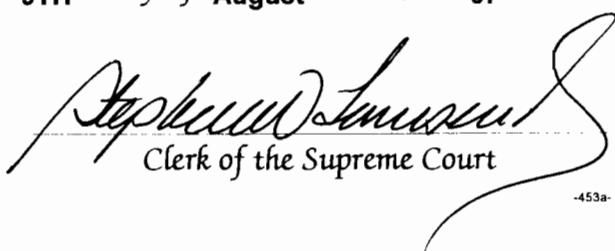
This is to certify that **ROBERT EMMETT KELLY**
(No. **026191995**) was constituted and appointed an Attorney at Law of New Jersey on **January 26, 1996** and, as such, has been admitted to practice before the Supreme Court and all other courts of this State as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing" if the Court's records reflect that the attorney: 1) is current with all assessments imposed as a part of the filing of the annual Attorney Registration Statement, including, but not limited to, all obligations to the New Jersey Lawyers' Fund for Client Protection; 2) is not suspended or disbarred from the practice of law; 3) has not resigned from the Bar of this State; and 4) has not been transferred to Disability Inactive status pursuant to Rule 1:20-12.

Please note that this Certificate does not constitute confirmation of an attorney's satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to practice law in this State.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Supreme Court, at Trenton, this
9TH day of **August**, 2007


Stephen J. Cammilleri
Clerk of the Supreme Court



Supreme Court of Pennsylvania

CERTIFICATE OF GOOD STANDING

Robert Emmett Kelly, Esq.

DATE OF ADMISSION

November 20, 1995

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal
Dated: July 24, 2007



Patricia A. Johnson
Chief Clerk

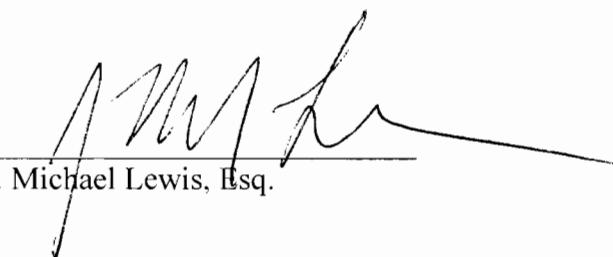
UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----X
Procaps, L.P.,)
)
Petitioner,) No. 1:07-cv-06208 (LAP)
)
v.)
)
PBS Holdings Group, Inc.)
(f/k/a National Paintball Supply, Inc.))
)
Respondent.)
-----X

CERTIFICATE OF SERVICE

I, J. Michael Lewis, Esquire, hereby certify that a true and correct copy of the foregoing motion for the pro hac vice admission of Robert E. Kelly, with accompanying documents, in the above captioned matter, was served this 15th day of August, 2007 via first class mail and facsimile upon the following:

Benjamin P. Deutsch, Esquire
Schnader Harrison Segal & Lewis LLP
140 Broadway Suite 3100
New York, NY 10005-1101
(212) 973-8000 Fax: (212) 972-8798



J. Michael Lewis, Esq.